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AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, on **March 25th, 2008**, an Oil, Gas and Mineral Lease was entered into by and between **Hector Guillen Avina and Maria Delosangle Hernandez aka Maria Hernandez Avina**, whose address is 1701 Coronado, Arlington, Texas 76096, herein called "Lessor," and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, Lessee; said Oil and Gas Lease is evidenced by a No Surface Use Oil and Gas Lease which is recorded in the Official Public Records of Tarrant County, Texas as **D208226757**;

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to **Chesapeake Exploration, L.L.C.**, an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

- 1) The Lease states that the Lessor is as follows:

Hector Guillen Avina and Maria Delosangle Hernandez aka Maria Hernandez Avina

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The Lessor Identification within the said Oil and Gas Lease as referenced above filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

Hector Guillen Avina and wife, Maria Hernandez Avina

- 2) The Lease states that the land covered thereby (the "leased premises") is described as follows:

See "Exhibit A"

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows to include "Exhibit A" attached to said lease:

Exhibit "A"

ATTACHED TO AND MADE PART OF THAT CERTAIN OIL AND GAS LEASE DATED MARCH 25TH, 2008 BETWEEN HECTOR GUILLEN AVINA AND MARIA DELOSANGLE HERNANDEZ AKA MARIA HERNANDEZ AVINA, AS LESSOR, AND PALOMA BARNETT, LLC, AS LESSEE, COVERING 0.6981 ACRES OF LAND, MORE OR LESS, OUT OF THE J.W. GORBETT SURVEY ABSTRACT NUMBER 604, IN TARRANT COUNTY, TEXAS.

Tract One

0.2171 acres of land, more or less, also being known as Lot 20 Block 9, Second Installment of Harvest Hill Addition, , an addition to the City of Arlington, Tarrant County, Texas, J.W. Gorbett Survey, Abstract 607, Tarrant County, Texas and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian right.

Tract Two

0.2460 acres of land, more or less, also being known as Lot 9 Block 12, Second Installment of Harvest Hill Addition, an addition to the City of Arlington, Tarrant County, Texas, J.W. Gorbett Survey, Abstract 607, Tarrant County, Texas and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian right.

Tract Three

0.2350 acres of land, more or less, also being known as Lot 13 Block 12, Second Installment of Harvest Hill Addition, an addition to the City of Arlington, Tarrant County, Texas, J.W. Gorbett Survey, Abstract 607, Tarrant County, Texas and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian right.

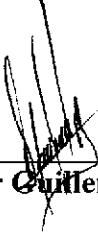
Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor:

By:


Hector Guillen Avina

Lessor:

By:


Maria Hernandez Avina

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By:

Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By:

Eric Bonnin, Vice President
Business Development and Strategy

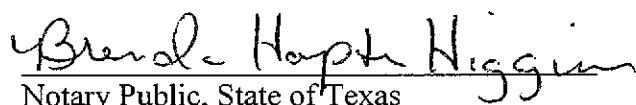
ACKNOWLEDGMENT

STATE OF TEXAS §

COUNTY OF TARRANT §

This instrument was acknowledged before me on the 4th day of May 2010,
by **Hector Guillen Avina**.




Brenda Hampton Higgins
Notary Public, State of Texas

ACKNOWLEDGMENT

STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 4th day of May 2010,
by **Maria Hernandez Avina**.



Brandy Hayth Nigro
Notary Public, State of Texas

ACKNOWLEDGMENT

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me on the _____ day of _____, 2010, by Henry S. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of